



PPL companies

Mr. Jeff DeRouen  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40602-0615

February 21, 2013

**Re: *Joint Application of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company, and Kentucky Utilities Company for Approval of an Acquisition of Ownership and Control of Utilities***  
**Case No. 2010-00204**

Dear Mr. DeRouen:

Pursuant to the September 30, 2010 Order of the Kentucky Public Service Commission (“Commission”) in Case No. 2010-00204, Louisville Gas and Electric Company (“LG&E”) and Kentucky Utilities Company (“KU”) (jointly the “Companies”) hereby notify the Commission of the declaration of payments of dividends from the Companies to LG&E and KU Energy LLC (“LKE”). This notification is being made pursuant to Appendix C, Commitment No. 20 to the Commission’s Order dated September 30, 2010 in the above-captioned proceeding.

The Companies hereby notify the Commission of a dividend payment from LG&E to LKE in the amount of \$19.0 million and of a dividend payment from KU to LKE in the amount of \$13.0 million, both payable on March 27, 2013. Please note that, in connection with the close of the PPL acquisition and for GAAP reporting purposes only, retained earnings for LG&E and KU were set to zero on November 1, 2010. However, for regulatory accounting purposes, retained earnings were not re-set and the expected dividend payments would not exceed 5% of that threshold amount.

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**LG&E and KU Energy LLC**  
State Regulation and Rates  
220 West Main Street  
PO Box 32010  
Louisville, Kentucky 40232  
www.lge-ku.com

Rick E. Lovekamp  
Manager - Regulatory Affairs  
T 502-627-3780  
F 502-627-3213  
rick.lovekamp@lge-ku.com

Mr. Jeff DeRouen  
February 21, 2013

Please confirm your receipt of this filing by placing the File Stamp of your Office with date received on the extra copy and returning it to me in the enclosed envelope. Should you have any questions regarding the information filed herewith, please call me or Don Harris at (502) 627-2021.

Sincerely,

A handwritten signature in black ink, appearing to read "Rick E. Lovekamp". The signature is written in a cursive style with a prominent loop at the end.

Rick E. Lovekamp

**ACTION OF THE BOARD OF DIRECTORS  
OF  
LOUISVILLE GAS AND ELECTRIC COMPANY  
TAKEN BY WRITTEN CONSENT  
IN LIEU OF A SPECIAL MEETING**

**FEBRUARY 14, 2013**

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**DECLARATION OF COMMON STOCK DIVIDEND**

**RESOLVED**, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending March 31, 2013, for payment to LG&E and KU Energy LLC on March 27, 2013, from funds legally available for payment of dividends, in an amount equal to \$19,000,000 and the effect of such dividend shall be measured as of December 31, 2012.

**FURTHER RESOLVED**, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

**WITNESS** the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

\_\_\_\_\_  
Paul A. Farr

  
\_\_\_\_\_  
Chris Hermann

  
\_\_\_\_\_  
S. Bradford Rives

\_\_\_\_\_  
William H. Spence

  
\_\_\_\_\_  
Victor A. Staffieri

  
\_\_\_\_\_  
Paul W. Thompson